

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

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 In re :
 : **Chapter 11**
 SEARS HOLDINGS CORPORATION, et al., :
 : **Case No. 18-23538 (RDD)**
 :
 Debtors.¹ : **(Jointly Administered)**
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NOTICE OF REJECTION OF EXECUTORY CONTRACTS

PLEASE TAKE NOTICE that, on October 15, 2018, Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), each commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code.

PLEASE TAKE FURTHER NOTICE that, on April 4, 2019, the Bankruptcy Court entered an order granting certain expedited procedures for the rejection of the Debtors’ executory contracts (ECF No. 3044) (the “**Rejection Procedures Order**”). An electronic copy of the Rejection Procedures Order can found at <https://restructuring.primeclerk.com/sears/>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, the Debtors hereby give notice of their intent to reject the contract(s) set forth on **Schedule 1**, attached to the Rejection Order (as defined below) (each, a “**Contract**,” and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

together, the “**Contracts**”), effective as of May 15, 2019, unless otherwise ordered by the Court (the “**Rejection Date**”).

PLEASE TAKE FURTHER NOTICE that, any party wishing to object to the Debtors’ proposed rejection of a Contract, must file with the Bankruptcy Court and serve a written objection setting forth the legal and factual bases for such objection (an “**Objection**”) so that it is actually filed with the Bankruptcy Court and served on the following parties no later than fourteen (14) calendar days after the date of filing and service of this Rejection Notice (the “**Rejection Objection Deadline**”): (i) the Debtors c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179; (ii) counsel for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the applicable counterparty to the Contract that is the subject of the Objection; and (iv) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Paul Schwartzberg, Esq. and Richard Morrissey, Esq.); and (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.).

PLEASE TAKE FURTHER NOTICE that if no Objection is filed and served in compliance with the foregoing, the Debtors may submit to the Bankruptcy Court after the Rejection Objection Deadline a proposed order approving the rejection of the Contracts (each such order, a “**Rejection Order**”), substantially in the form attached hereto as **Exhibit A**, and the Bankruptcy Court may enter such order without a hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, if no Objection is properly filed and served in compliance with the foregoing, the rejection of each Contract shall become effective as of the Rejection Date. The deadline to file a proof of claim to assert any damages claim arising from the rejection of a Contract shall be thirty (30) days after the entry of the Rejection Order.

PLEASE TAKE FURTHER NOTICE that, if an Objection is properly filed and served in compliance with the foregoing, a hearing will be scheduled to consider the Objection. If the Objection is overruled or withdrawn, the effective date of rejection shall be the (i) Rejection Date; (ii) such other date to which the Debtors and the counterparty to the Unresolved Objection have agreed; or (iii) such other date as determined by the Court. If an Objection is filed for fewer than all of the Contracts included on the Rejection Notice, the Debtors may proceed with submitting a proposed Rejection Order in accordance with the above procedures for the remaining Contracts on the Rejection Notice.

PLEASE TAKE FURTHER NOTICE that a copy of all pleadings filed in these chapter 11 cases, including the motion (ECF No. 2768) that sought the relief granted in the

Rejection Procedures Order, is available for free at <https://restructuring.primeclerk.com/sears/> or for a fee via PACER at <https://ecf.nysb.uscourts.gov>.

Dated: May 15, 2019

New York, New York

/s/ Jacqueline Marcus

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

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Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

Attorneys for Debtors

and Debtors in Possession

Exhibit A

Rejection Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
 : **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
 : **Case No. 18-23538 (RDD)**
 :
Debtors.¹ : **(Jointly Administered)**
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ORDER APPROVING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS

Pursuant to and in accordance with the *Order Authorizing Debtors to Establish Procedures for Rejection of Executory Contracts* (ECF No. 3044) (the “**Rejection Procedures Order**”)² entered in the above-captioned chapter 11 cases of Sears Holdings Corporation and its debtor affiliates (collectively, the “**Debtors**”); and the Debtors having properly filed with this Court and served on the Rejection Notice Parties a notice (the “**Rejection Notice**”) of their intent to reject certain executory contracts identified on **Schedule 1** attached hereto (“**Contracts**”) in

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² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Rejection Procedures Order.

accordance with the terms of the Rejection Procedures Order, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and no timely objections having been filed to the Rejection Notice; and the Court having found and determined that the relief requested is in the best interests of the Debtors, their estates, their creditors, and all parties in interest, and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Contracts set forth on **Schedule 1** attached hereto are hereby rejected, effective as of the Rejection Date.
2. If any affected non-Debtor party (each, a “**Counterparty**”) to a Contract asserts a claim against the Debtors arising from the rejection of the Contract, the Counterparty shall submit a proof of claim on or prior to thirty (30) days after the entry of this Order. If a Counterparty does not timely file a proof of claim in accordance with the terms of this Order, the Counterparty shall forever be barred from asserting a claim arising from the rejection of their Contract.
3. Nothing contained in this Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors’ or any appropriate party in interest’s rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder; or (iv) an approval, assumption, or adoption of any agreement, contract, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

4. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

5. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1—List of Rejected Contracts

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date
1	None	SEARS HOLDINGS MANAGEMENT CORPORATION	24/7 CUSTOMER INC-1000645887	HOME SERVICES - 24_7 CUSTOMER INC - MASTER AGREEMENT - 2012	CW2201110	N/A	03/31/2021
2	None	SEARS HOLDINGS MANAGEMENT CORPORATION	24/7 CUSTOMER INC-1000645887	HS OPS-24-7 CUSTOMER INC-MASTER OUTSOURCED SERVICES AGREEMENT-2012	SHCLCW3687	N/A	01/31/2022
3	None	SEARS HOLDINGS MANAGEMENT CORPORATION	24/7 CUSTOMER INC-1000645887	MSO - 24-7 CUSTOMER - SOW 7 INTELLIRESPONSE VIRTUAL AGENT - 20150724	CW2303398	N/A	01/31/2021
4	None	SEARS HOLDINGS MANAGEMENT CORPORATION	24/7 CUSTOMER INC-1000645887	MSO - 24-7 CUSTOMER - SOW 16 SEA CHAT - 20161001	CW2319313	N/A	01/31/2021
5	None	SEARS HOLDINGS MANAGEMENT CORPORATION	[24]7.AI, INC. (FORMERLY 24/7 CUSTOMER, INC.)	N/A	CW2340797	N/A	01/31/22
6	None	SEARS HOLDINGS MANAGEMENT CORPORATION	[24]7.AI, INC. (FORMERLY 24/7 CUSTOMER, INC.)	N/A	CW2340799	N/A	01/31/22
7	None	SEARS HOLDINGS MANAGEMENT CORPORATION	[24]7.AI, INC. (FORMERLY 24/7 CUSTOMER, INC.)	N/A	CW2340801	N/A	01/31/22
8	None	SEARS HOLDINGS MANAGEMENT CORPORATION	[24]7.AI, INC. (FORMERLY 24/7 CUSTOMER, INC.)	N/A	CW2340803	N/A	01/31/22
9	None	SEARS HOLDINGS MANAGEMENT CORPORATION	[24]7.AI, INC. (FORMERLY 24/7 CUSTOMER, INC.)	N/A	SHCLCW3687	N/A	01/31/22
10	None	SEARS HOLDINGS MANAGEMENT CORPORATION	[24]7.AI, INC. (FORMERLY 24/7 CUSTOMER, INC.)	N/A	SHCLCW3687	N/A	01/31/22
11	None	SEARS HOLDINGS MANAGEMENT CORPORATION	24/7	AMENDMENT 06	SHCLCW3687	N/A	01/31/22
12	None	SEARS HOLDINGS MANAGEMENT CORPORATION	24/7 CUSTOMER, INC.	HS OPS-24-7 CUSTOMER INC-MASTER OUTSOURCED SERVICES AGREEMENT-2012	SHCLCW3687	N/A	01/31/22
13	None	SEARS HOLDINGS MANAGEMENT CORPORATION	24/7 CUSTOMER, INC.	MSO - 24-7 CUSTOMER - SOW 7 INTELLIRESPONSE VIRTUAL AGENT - 20150724	CW2303398	N/A	01/31/21

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date
14	None	SEARS HOLDINGS MANAGEMENT CORPORATION	SCALEBASE, INC.	IT SCALEBASE AKA SCALEARC MSSA AND ADDENDUM	CW2312974	N/A	03/29/2019
15	None	SEARS HOLDINGS MANAGEMENT CORPORATION	NEW ENGEN INC	N/A	CW2340751	10/26/18	10/25/19
16	None	SEARS HOLDINGS MANAGEMENT CORPORATION	NEW ENGINE, INC	MKTG - NEW ENGEN - SOW NO. 3 - 2018	CW2338470	7/1/18	06/30/2019
17	None	SEARS HOLDINGS MANAGEMENT CORPORATION	NEW ENGEN, INC	MASTER SERVICES AGREEMENT	N/A	N/A	03/23/2020
18	1821	KMART CORPORATION; SEARS BRANDS MANAGEMENT CORP.; SEARS HOLDINGS CORPORATION; SEARS, ROEBUCK AND CO.	CLEVA NORTH AMERICA, INC.	FIRST AMENDMENT TO SUPPLY AGREEMENT FOR WET-DRY VACUUM PRODUCTS	517498	N/A	10/31/19
19	1821	SEARS HOLDINGS CORPORATION; SEARS, ROEBUCK AND CO.	CLEVA	N/A	N/A	1/0/00	N/A
20	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE AMERICA INC-402651	SYW - ORACLE - OD FOR EMAIL MARKETING - 2018	CW2339264	7/9/18	07/08/2020
21	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE AMERICA INC-402651	MKTG - HOME SERVICES - ORACLE - MAXYMISER - 2018	CW2340060	9/8/18	09/07/2019
22	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE AMERICA INC-402651	SYW - ORACLE - MSA - 2016	CW2311500	3/25/16	03/24/2021
23	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE AMERICA INC-402651	HS - ORACLE - OD FOR HS EMAIL SERVICES - 2018	CW2339405	6/1/18	05/31/2020

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date
24	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE AMERICA INC-402651	SYW - ORACLE - OD - 2018	CW2339388	6/1/18	05/31/2020
25	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE AMERICA INC	ITG-ORACLE AMENDMENT 2 TO MSA-2015	CW2309081	12/24/15	12/23/2020
26	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE AMERICA INC	IT - ORACLE - CLOUD SERVICES AGREEMENT - 20160531	CW2318109	5/31/16	05/30/2021
27	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE AMERICA INC	N/A	CW2340060	9/8/18	9/7/19
28	1992	SEARS HOLDINGS CORPORATION	ORACLE AMERICA	ORACLE WEBLOGIC OTM RENEWAL 2018	N/A	1/0/00	N/A
29	1992	SEARS HOLDINGS CORPORATION	ORACLE AMERICA	ORACLE WEBLOGIC I2K RENEWAL 2018	N/A	1/0/00	N/A
30	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE	N/A	CW2340060	9/8/18	9/7/19
31	1992	SEARS HOLDINGS MANAGEMENT CORPORATION	ORACLE USA INC.	MYSQL ORDERING DOCUMENT UNDER MASTER SERVICES AND SOFTWARE AGREEMENT SLA-19970-23-DEC-2005	N/A	9/26/18	9/28/19
32	2078, 2057, 1986	SEARS HOLDINGS MANAGEMENT CORPORATION	AMAZON WEB SERVICES, INC.	AWS IMPLEMENTATION SERVICES ADDENDUM	N/A	N/A	RECURRING
33	None	SEARS HOLDINGS MANAGEMENT CORPORATION	TTEC HOLDINGS INC-703079	ITG - ELOYALTY - MASTER SERVICES AGREEMENT - 02-22-2008	CW2212594	N/A	02/21/2019
34	None	SEARS HOLDINGS MANAGEMENT CORPORATION	TTEC HOLDINGS INC-703079	IT ELOYATLY SOW 28	CW2335076	N/A	12/31/2018
35	None	SEARS, ROEBUCK AND CO.	TTEC HOLDINGS INC-703079	ITG - ELOYALTY -AMENDMENT 3/15/2016 TO MASTER SERVICES AGREEMENT - 02-22-2008	CW2212594	N/A	02/21/2019
36	None	KMART CORPORATION	TTEC HOLDINGS INC-703079	ITG - ELOYALTY -AMENDMENT 3/15/2016 TO MASTER SERVICES AGREEMENT - 02-22-2008	CW2212594	N/A	02/21/2019

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date
37	None	SEARS HOLDINGS MANAGEMENT CORPORATION	TTEC TECHNOLOGY, LLC	STATEMENT OF WORK #28 (FOUR NEW CALL CENTER PROJECT)	N/A	N/A	N/A
38	1942	SEARS ROEBUCK AND CO. SEARS OPERATIONS LLC K MART CORPORATION K MART OPERATIONS LLC	JOHNSON CONTROLS OF PUERTO RICO, INC.	FACILITIES SERVICES MASTER AGREEMENT UP TO \$40,000	N/A	6/14/18	UPON FULFILLMENT OF DOLLAR VALUE